

IMPORTANT: If you are in any doubt about the contents of this prospectus, you should seek independent professional advice.



HOPEWELL HONG KONG PROPERTIES LIMITED

合和香港房地產有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 340,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 51,000,000 Shares (subject to reallocation)
Number of International Offer Shares : 289,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price : HK\$17.80 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.10 per Share
Stock code : 288

Joint Global Coordinators and Joint Sponsors

(in alphabetical order)



BOC INTERNATIONAL



Joint Bookrunners



BOC INTERNATIONAL



CREDIT SUISSE

J.P. Morgan

HSBC



citi

Co-Lead Managers



BNP PARIBAS
CORPORATE & INVESTMENT BANKING



DBS



MIZUHO

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Appendix VIII – Documents Delivered to the Registrar of Companies and Available for Inspection", has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or about 12 June 2013 and, in any event, not later than 18 June 2013. The Offer Price will not be more than HK\$17.80 per Offer Share and is expected to be not less than HK\$15.30 per Offer Share, unless otherwise announced. If, for any reason, the Offer Price is not agreed between the Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before 18 June 2013, the Global Offering will not proceed and will lapse.

The Offer Shares have not been and will not be registered under the US Securities Act or any state securities law in the United States, and may not be offered, sold, pledged or transferred, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in accordance with any applicable US state securities laws. The Offer Shares are being offered and sold (i) in the United States to QIBs in reliance on Rule 144A or another exemption from registration under the US Securities Act and (ii) outside of the United States in offshore transactions in reliance on Regulation S.

This document is not a prospectus for the purposes of Australian law. You should obtain your own advice in respect of the offer contained in this document. Hopewell is not licensed in Australia to provide financial advice in respect of the Offer Shares being offered. Hopewell also advises that no cooling off period applies in respect of an application for Offer Shares.

The Preferential Offering will not be extended to the Singapore Hopewell Shareholders. Accordingly, Singapore Hopewell Shareholders will not be entitled to participate in the Preferential Offering, and no application by Singapore Hopewell Shareholders for Reserved Shares under the Preferential Offering will be accepted by the Company.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in "Risk Factors". The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in "Underwriting".

6 June 2013

IMPORTANT

The Company will be relying on section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong) and will be issuing the **WHITE, YELLOW, BLUE** and **PINK** Application Forms without them being accompanied by a printed prospectus. The contents of the printed prospectus are identical to the electronic form prospectus which can be accessed and downloaded from the websites of the Company at www.hopewellhkproperties.com and the Stock Exchange at www.hkexnews.hk, under the “*HKExnews > Listed Company Information > Latest Listed Company Information*” section, respectively.

Members of the public who wish to obtain a copy of the printed prospectus may obtain a copy, free of charge, upon request during normal business hours from 9:00 a.m. on Thursday, 6 June 2013 until 12:00 noon on Tuesday, 11 June 2013 at the following locations:

1. any of the following branches of the receiving banks for the Hong Kong Public Offering:

(a) **Bank of China (Hong Kong) Limited**

Bank of China Tower Branch, 3/F, 1 Garden Road;

Wan Chai (Wu Chung House) Branch, 213 Queen’s Road East, Wan Chai;

Kwun Tong Branch, 20-24 Yue Man Square, Kwun Tong;

Yau Ma Tei Branch, 471 Nathan Road, Yau Ma Tei;

Lucky Plaza Branch, Lucky Plaza, Wang Pok Street, Sha Tin; and

Tuen Mun San Hui Branch, G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun;

(b) **The Bank of East Asia, Limited**

Main Branch, 10 Des Voeux Road Central, HK;

Queen’s Road Central Branch, Shop A-C, G/F, Wah Ying Cheong Central Building, 158-164 Queen’s Road Central;

Mongkok North Branch, G/F, Kalok Building, 720-722 Nathan Road, Mongkok;

Waterloo Road Branch, Shop A, G/F, Richland House, 77B & 77C Waterloo Road;

East Point City Branch, Shop 217B, Level 2, East Point City, 8 Chung Wa Road, Tseung Kwan O; and

Tai Po Plaza Branch, Units 49-52, Level 1, Tai Po Plaza; and

(c) **Hang Seng Bank Limited**

Head Office, 83 Des Voeux Road Central;

North Point Branch, 335 King’s Road;

Tsim Sha Tsui Branch, 18 Carnarvon Road;

Kowloon Main Branch, 618 Nathan Road;

Hung Hom Branch, 21 Ma Tau Wai Road; and

Tsuen Wan Branch, 289 Sha Tsui Road, Tsuen Wan.

IMPORTANT

2. any of the following offices of the Joint Global Coordinators:
 - (a) **BOCI Asia Limited**, 26th Floor, Bank of China Tower, 1 Garden Road, Hong Kong;
 - (b) **Credit Suisse (Hong Kong) Limited**, Level 88, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong; and
3. the **Depository Counter of HKSCC** at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Details of where printed prospectus may be obtained will be displayed prominently at every branch of Bank of China (Hong Kong) Limited, The Bank of East Asia, Limited and Hang Seng Bank Limited where WHITE Application Forms are distributed.

During normal business hours from 9:00 a.m. on Thursday, 6 June 2013 until 12:00 noon on Tuesday, 11 June 2013, at least three copies of the printed Prospectus will be available for inspection at every location where the **WHITE** and **YELLOW** Application Forms are distributed as set out in “*How to Apply for Hong Kong Offer Shares, Reserved Shares and Employee Reserved Shares – How to Apply for Hong Kong Offer Shares – Applying by using an Application Form*”.